

# **EXHIBIT C**

## Gray, Andrew (OC)

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**From:** Michael Collins <mcollins@newlight.com>  
**Sent:** Thursday, December 7, 2023 10:48 AM  
**To:** Kimmy Humphrey; ntrombly@barclaydamon.com  
**Cc:** Kris Roglieri; Steven Petersen; Gray, Andrew (OC); Kenton Kimmel; Lisa Bigelow  
**Subject:** RE: Newlight Prime Loan

Kris and Kimmy,

Following up once again. Please advise if we should be expecting the wire this week or if we need to prepare the financial and legal disclosure to Deloitte. We are eager to resolve this before we are obligated to further disclose this matter to our Board and investors, and to take further legal action.

Best,

Michael Collins  
CFO, Newlight Technologies  
Main: (888) 269-0489  
Cell: (310) 913-2921

[www.newlight.com](http://www.newlight.com)

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**From:** Michael Collins  
**Sent:** Wednesday, December 6, 2023 2:28 PM  
**To:** Kimmy Humphrey <kimmy@primecommerciallending.com>  
**Cc:** Kris Roglieri <kris@primecommerciallending.com>; Steven Petersen <spetersen@newlight.com>; Andrew.Gray@lw.com; Kenton Kimmel <kk@newlight.com>; Lisa Bigelow <lisa.bigelow@newlight.com>  
**Subject:** RE: Newlight Prime Loan

Kris and Kimmy,

We are obligated to disclose material subsequent events to our auditors, Deloitte. Our FY22 financials and all of the disclosure will be sent to them on Monday, which means we will need to have received your wire by end of day tomorrow in order for Prime's overdue refund to not be included in their audit report. That means the wire must be initiated today or first thing tomorrow morning.

Best,

Michael Collins  
CFO, Newlight Technologies  
Main: (888) 269-0489  
Cell: (310) 913-2921

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**From:** Michael Collins  
**Sent:** Tuesday, December 5, 2023 8:03 AM  
**To:** Kimmy Humphrey <[kimmy@primecommerciallending.com](mailto:kimmy@primecommerciallending.com)>  
**Cc:** Kris Roglieri <[kris@primecommerciallending.com](mailto:kris@primecommerciallending.com)>; Steven Petersen <[spetersen@newlight.com](mailto:spetersen@newlight.com)>;  
[Andrew.Gray@lw.com](mailto:Andrew.Gray@lw.com); Kenton Kimmel <[kk@newlight.com](mailto:kk@newlight.com)>; Lisa Bigelow <[lisa.bigelow@newlight.com](mailto:lisa.bigelow@newlight.com)>  
**Subject:** RE: Newlight Prime Loan

Hi Kimmy,

We have not received the DocuSign. Please send so we can execute and receive the wire transfer today. Thank you.

Best,

Michael Collins  
CFO, Newlight Technologies  
Main: (888) 269-0489  
Cell: (310) 913-2921

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**From:** Kimmy Humphrey <[kimmy@primecommerciallending.com](mailto:kimmy@primecommerciallending.com)>  
**Sent:** Monday, December 4, 2023 1:08 PM  
**To:** Michael Collins <[mcollins@newlight.com](mailto:mcollins@newlight.com)>  
**Cc:** Kris Roglieri <[kris@primecommerciallending.com](mailto:kris@primecommerciallending.com)>  
**Subject:** Re: Newlight Prime Loan

[EXTERNAL] Sent by an external sender. Use caution opening attachments, clicking web links, or replying unless you have verified this email is legitimate.

Hi Michael,

I just saw this. Yes we'll have it sent via docusign. Standby.

**Kimberly Humphrey**

On Dec 4, 2023, at 3:04 PM, Michael Collins <[mcollins@newlight.com](mailto:mcollins@newlight.com)> wrote:

Hi Kimmy,

We have not received the document for the wire transfer. Can you please send that today?

Best,

Michael Collins  
CFO, Newlight Technologies  
Main: (888) 269-0489  
Cell: (310) 913-2921

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**From:** Michael Collins  
**Sent:** Friday, December 1, 2023 1:50 PM  
**To:** Kimmy Humphrey <[kimmy@primecommerciallending.com](mailto:kimmy@primecommerciallending.com)>  
**Cc:** Kris Roglieri <[kris@primecommerciallending.com](mailto:kris@primecommerciallending.com)>; Steven Petersen <[spetersen@newlight.com](mailto:spetersen@newlight.com)>; [Andrew.Gray@lw.com](mailto:Andrew.Gray@lw.com); Kenton Kimmel <[kk@newlight.com](mailto:kk@newlight.com)>; Lisa Bigelow <[lisa.bigelow@newlight.com](mailto:lisa.bigelow@newlight.com)>  
**Subject:** RE: Newlight Prime Loan

Kimmy and Kris,

Kenton Kimmel will be the authorized signer. Please send the document to this group immediately and we will prepare for his signature. Here are the wire instructions.

Wire transfer instructions are as follows:

**Bank Name:** Bank of America, N.A.

**Bank Address:** 222 Broadway, New York, NY 10038

**Routing Number:** REDACTED

**Account Number:** REDACTED

**Account Name:** Newlight Technologies, Inc.

WIRE Swift Code: BOFAUS3N – For incoming wires in US Dollars

BOFAUS6S – For incoming wires in foreign currency

Best,

Michael Collins  
CFO, Newlight Technologies  
Main: (888) 269-0489  
Cell: (310) 913-2921

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**From:** Kimmy Humphrey <[kimmy@primecommerciallending.com](mailto:kimmy@primecommerciallending.com)>

**Sent:** Wednesday, November 29, 2023 1:43 PM

**To:** Michael Collins <[mcollins@newlight.com](mailto:mcollins@newlight.com)>

**Cc:** Kris Roglieri <[kris@primecommerciallending.com](mailto:kris@primecommerciallending.com)>

**Subject:** Re: Newlight Prime Loan

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Hi Michael,

Couple of things. We are sending over a document for the wire. We need a document signed for the release of the funds. Can you send me over who the signer will be on your side, name and email please, so we can get that out. Also, can you send me over the wire instructions to the top of my email.

**Kimberly Humphrey**

On Nov 15, 2023, at 12:22 PM, Michael Collins <[mcollins@newlight.com](mailto:mcollins@newlight.com)> wrote:

Hi Kris,

As a reminder, we are expecting the wire confirmation for the overdue refund from you by close of business today.

Thank you.

Best,

Michael Collins  
Newlight Technologies, Inc.  
Main: (888) 269-0489  
Cell: (310) 913-2921

[www.newlight.com](http://www.newlight.com)

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**From:** Steven Petersen <[spetersen@newlight.com](mailto:spetersen@newlight.com)>

**Sent:** Thursday, November 9, 2023 2:14 PM

**To:** [kris@primecommerciallending.com](mailto:kris@primecommerciallending.com)

**Cc:** Kimmy Humphrey <[kimmy@primecommerciallending.com](mailto:kimmy@primecommerciallending.com)>; Nicholas Zuchegno <[nickz@aspencapitalsolutions.com](mailto:nickz@aspencapitalsolutions.com)>; Adam Steinberg <[adam@primecommerciallending.com](mailto:adam@primecommerciallending.com)>; [Andrew.Gray@lw.com](mailto:Andrew.Gray@lw.com); Michael Collins <[mcollins@newlight.com](mailto:mcollins@newlight.com)>  
**Subject:** Re: Newlight Prime Loan

Dear Kris,

Good afternoon and thank you for your reply to my email. I will be on vacation next week and am therefore copying Michael Collins, Newlight's CFO and Andrew Gray, Newlight's outside counsel and have asked them to initiate collection actions if we do not receive a wire confirmation by the close of business on Wednesday November 15<sup>th</sup>. I feel that this is more than adequate time given that the refund was originally due to be returned on September 26<sup>th</sup>.

Wire transfer instructions are as follows:

**Bank Name:** Bank of America, N.A.

**Bank Address:** 222 Broadway, New York, NY 10038

**Routing Number:** REDACTED

**Account Number:** REDACTED

**Account Name:** Newlight Technologies, Inc.

WIRE Swift Code: BOFAUS3N – For incoming wires in US Dollars

BOFAUS6S – For incoming wires in foreign currency

Please confirm receipt of this email and the date on which the wire will be initiated by replying to all.

I hope that your national training seminar goes well and I look forward to resolving this matter. If you have any questions please let me know.

Best regards,

Steven Petersen  
Chief Legal Officer  
Newlight Technologies, Inc.  
Main: (888) 269-0489  
Cell: (858) 945-6733  
Fax: (714) 556-4502

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**From:** [kris@primecommerciallending.com](mailto:kris@primecommerciallending.com) <[kris@primecommerciallending.com](mailto:kris@primecommerciallending.com)>  
**Date:** Thursday, November 9, 2023 at 7:09 AM  
**To:** Steven Petersen <[spetersen@newlight.com](mailto:spetersen@newlight.com)>  
**Cc:** Kimmy Humphrey <[kimmy@primecommerciallending.com](mailto:kimmy@primecommerciallending.com)>, Nicholas Zuchegno <[nickz@aspencapitalsolutions.com](mailto:nickz@aspencapitalsolutions.com)>, Adam Steinberg <[adam@primecommerciallending.com](mailto:adam@primecommerciallending.com)>  
**Subject:** Re: Newlight Prime Loan

[EXTERNAL]:Sent by an external sender. Use caution opening attachments, clicking web links, or replying unless you have verified this email is legitimate.

Good morning Steven I do apologize but I have a national training that I conduct once a month happening this week and I'm just getting to this email. This is going to be initiated. Once we can confirm, we will send you the Fed ID number once we receive it from our bank.

Sorry for the delayed response

Kris D. Roglieri

Sent from my iPhone

On Nov 8, 2023, at 5:25 PM, Steven Petersen <[spetersen@newlight.com](mailto:spetersen@newlight.com)> wrote:

Dear Kris,

I was hoping to resolve this issue with you directly, but as I have not heard back from you I be turning this matter over to our outside counsel to resolve.

If you have any questions or updates please let me know.

Best regards,

Steven Petersen  
Newlight Technologies, Inc.  
Main: (888) 269-0489  
Cell: (858) 945-6733  
Fax: (714) 556-4502

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**From:** Steven Petersen <[spetersen@newlight.com](mailto:spetersen@newlight.com)>  
**Date:** Thursday, November 2, 2023 at 11:02 AM  
**To:** [kris@primecommerciallending.com](mailto:kris@primecommerciallending.com)  
<[kris@primecommerciallending.com](mailto:kris@primecommerciallending.com)>  
**Cc:** Kimmy Humphrey <[kimmy@primecommerciallending.com](mailto:kimmy@primecommerciallending.com)>, Nicholas Zuchegno <[nickz@aspencapitalsolutions.com](mailto:nickz@aspencapitalsolutions.com)>, Adam Steinberg <[adam@primecommerciallending.com](mailto:adam@primecommerciallending.com)>  
**Subject:** Re: Newlight Prime Loan

Dear Kris,

I have reached out to a number of individuals within your organization over the past few weeks and have not been able to receive an update as to when Prime will be returning the \$2.5M ICA Payment to Newlight. The contractual deadline for issuing this refund was September 26, 2023 and you are now over one month late.

I would appreciate an update and response by the close of business on Friday November 3, 2023.

Best regards,

Steven Petersen  
Chief Legal Officer  
Newlight Technologies, Inc.  
Main: (888) 269-0489  
Cell: (858) 945-6733  
Fax: (714) 556-4502

[www.newlight.com](http://www.newlight.com)

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**From:** Steven Petersen <[spetersen@newlight.com](mailto:spetersen@newlight.com)>  
**Date:** Friday, October 20, 2023 at 3:48 PM  
**To:** [kris@primecommerciallending.com](mailto:kris@primecommerciallending.com)  
<[kris@primecommerciallending.com](mailto:kris@primecommerciallending.com)>

**Cc:** Kimmy Humphrey <[kimmy@primecommerciallending.com](mailto:kimmy@primecommerciallending.com)>

**Subject:** FW: Newlight Prime Loan

Dear Kris,

I am writing to you in regards to the email below that was sent to Kimmy Humphrey. It has been a week since sending and I have not had an acknowledgement from Ms. Humphrey.

Please at your earliest convenience let me know when we can expect to receive the ICA Payment refund.

Best regards,

Steven Petersen  
Newlight Technologies, Inc.  
Main: (888) 269-0489  
Cell: (858) 945-6733  
Fax: (714) 556-4502

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**From:** Steven Petersen <[spetersen@newlight.com](mailto:spetersen@newlight.com)>

**Date:** Thursday, October 12, 2023 at 3:24 PM

**To:** [kimmy@primecommerciallending.com](mailto:kimmy@primecommerciallending.com)

<[kimmy@primecommerciallending.com](mailto:kimmy@primecommerciallending.com)>

**Cc:** Michael Collins <[mcollins@newlight.com](mailto:mcollins@newlight.com)>

**Subject:** Newlight Prime Loan

Dear Kimmy,

In follow up to my voice mail I would like to discuss the refund of the \$2.5M ICA Payments that is currently owed to Newlight. On August 23, 2023 Newlight sent the attached Notice of Termination Letter pursuant to Section 13.7 of the Line of Credit Agreement. The attached letter was received by Prime on September 5, 2023 which required Prime to return the ICA Payment to Newlight by September 26, 2023. The refund is currently two weeks late.

Payment instructions are as follows:

- a. If by check, payable to **Newlight Technologies, Inc.** sent to: "Newlight Technologies, Inc., ATTN: Steve Petersen, Chief Legal Officer, 14382 Astronautics Lane, Huntington Beach, CA 92647

- b. If by wire transfer, using the following information:

Bank Name: Bank of America, N.A.

Bank Address: 222 Broadway, New York, NY  
10038

Routing Number: REDACTED

Account Number: REDACTED

Account Name: Newlight Technologies, Inc.

WIRE Swift Code: BOFAUS3N – For incoming  
wires in US Dollars

BOFAUS6S – For incoming  
wires in foreign currency

Please confirm receipt of this email and the date on which the wire will  
be initiated.

Best regards,

Steven Petersen  
Chief Legal Officer  
Newlight Technologies, Inc.  
Main: (888) 269-0489  
Cell: (858) 945-6733  
Fax: (714) 556-4502

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